

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION

PATTY BEALL, MATTHEW §
MAXWELL, TALINA MCELHANY AND §
KELLY HAMPTON, individually §
and on behalf of all other similarly situated; §
§

Plaintiffs, § 2:08-cv-422 TJW

TYLER TECHNOLOGIES, INC. AND §
EDP ENTERPRISES, INC. §
Defendants. §

DECLARATION OF CHRIS HEPBURN

I declare, under penalty of perjury and pursuant to 28 U.S.C. § 1746, that the following is true and correct:

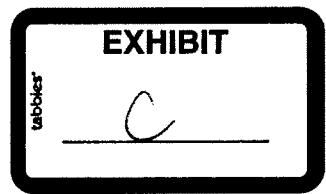
1. My name is Chris Hepburn. I am over 21 years of age and have personal knowledge of the facts set forth in this declaration.
2. I am employed with Tyler Technologies, Inc. ("Tyler"). Specifically, I am the Vice President, Services Financial Management Solutions within the "Large Financial" or "Munis" Division of Tyler. Munis is the previous name of an entity which Tyler acquired around 1999. In my position with Munis, I am aware of the job functions and responsibilities of employees within the Munis Division.

3. Munis' software products are targeted to mid to large metropolitan areas and, as a result, the implementation process of the software programs sold and serviced by Munis typically is lengthy and complex. Implementations usually last between six to twenty-four months and require implementation of specific components of software applications. These components include: tax; utility billing; payroll; financials; licensing, and permitting. Within Munis,

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Implementation Consultants work within their particular area of expertise. For example, certain Implementation Consultants perform the implementation of tax applications, while others perform the implementation associated with utility billing applications, etc.

4. Because of the length and complexity of implementations at Munis, Implementation Consultants perform significant work at the client's site prior to the actual training and "go live" of Munis' software applications. This work involves meeting with the Munis customer to determine how they share and distribute data and information to assist with integration into Munis' software applications. These recommendations are based typically on departmental interviews with all levels of employees to learn about the client's information system and requirements with respect to the sharing and distribution of information and data.

5. Once the Implementation Consultant determines the client's histories and needs, he or she will analyze the data, compare it to Munis' programs and applications, and then make recommendations as to how the customer should share and distribute information among employees and/or departments. As discussed in more detail herein, certain Implementation Consultants make those recommendations in lengthy documents that are prepared by the Implementation Consultant and shared with the customer.

6. The job functions and responsibilities of Implementation Consultants within the Munis Division vary depending on their relative levels of experience. Specifically, more senior Implementation Specialists are involved more heavily with interviewing Munis customer employees and analyzing customer information systems and processes than less senior Implementation Consultants. Less experienced Implementation Consultants typically are more involved with the actual configuration work based on the recommendations of the senior

employees and with training of employees at the customer's site as to how to use particular functions within Munis' applications.

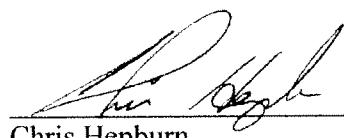
7. Geographic considerations also affect functions and responsibilities among Implementation Consultants. Munis sells its products in various states and, as a result, Munis employees are required to work in different states and become familiar with specific state requirements as to rules and processes. For example, certain Implementation Consultants have particular expertise in the laws of a given state that makes them suitable for a project in that state whereas another Implementation Consultant of equal experience, without that expertise, would not be suitable. In other words, Implementation Consultants are not interchangeable and both their levels of expertise and their particular area of expertise effect the projects to which they are assigned. As Implementation Consultants develop a particular expertise within a given state, they perform more of the interviewing, analysis and documentation functions than an Implementation Consultant with less experience in a given state.

8. Support functions at Munis are broken down by specific product lines. Employees who perform support functions further are broken down between "Support Techs" and "Support Analysts." Support Techs perform primarily troubleshooting work over the telephone with customers who have experienced particular issues with Munis' applications and try to resolve those problems over the telephone. Support Analysts, on the other hand, typically tackle more complex issues that cannot be resolved over the telephone and require more extensive interaction with the customer and networking into the customer's database to resolve the particular issue. This requires significant research and analytical work not typically performed by employees in the Support Tech designation. This research and analytical work can involve dialing into the customer's system, analyzing the customer's data and information,

reviewing source codes with developers, and other work that would not typically be performed by Support Techs.

9. Employees within the Munis Division in the implementation, support and related roles are paid on a base salary. In addition, employees who are required to travel receive an “expertise premium”, which is a flat dollar amount based on travel and experience level.

Executed this 12th day of MAY, 2009 in FALMOUTH, Maine.



Chris Hepburn